

UNITED STATES BANKRUPTCY COURT
Northern District Of California
San Francisco Division

In re PG&E Corporation and Pacific Gas and Electric Company (19-30088) (Jointly Administered)

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric Company
☐ Affects both Debtors

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee

Midtown Acquisitions L.P.
Address: 520 Madison Avenue,
30th Floor, New York, NY 10022
Attention: Jennifer Donovan
Telephone: (212) 446-4018
Email: jdonovan@dkpartners.com

Name of Transferor

Whitebox Asymmetric Partners, LP
Attn: Scott Specken
3033 Excelsior Blvd, Ste 300
Minneapolis, MN 55416
Telephone: 612-256-6061
Email: sspecken@whiteboxadvisors.com

With a copy to:

Reed Smith, LLP
Address: 599 Lexington Avenue
New York, NY 10022
Attention: Robert Scheininger
Telephone: (212) 549 4224
Email: rscheininger@reedsmith.com

Claim # (if known): 2945
Filed Claim Amount: \$2,494,636.56
Transfer Amount: \$1,097,640.09
Date Claim Filed: May 8, 2019

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:  Date: October 31, 2019

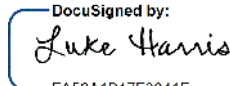
Transferee/Transferee's Agent

EVIDENCE OF TRANSFER OF CLAIM

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, WHITEBOX ASYMMETRIC PARTNERS, LP ("Seller") does hereby unconditionally and irrevocably sell, transfer and assign unto MIDTOWN ACQUISITIONS L.P. ("Buyer") all rights, title and interest in and to the claims of Seller referenced as proofs of claim 2945 and 2940 (the "Claim") against Pacific Gas and Electric Company and its affiliated debtors and debtors in possession (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court for the Northern District of California (the "Bankruptcy Court") (or any other court with jurisdiction over the bankruptcy proceedings) as Case No. 19-30088.

Seller hereby waives any objection to the transfer of the Claim assigned herein (the "Transferred Claim") to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Transferred Claim and recognizing the Buyer as the sole owner and holder of the Transferred Claim. Seller further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Transferred Claim, and all payments or distributions of money or property in respect of the Transferred Claim, shall be delivered or made to the Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Transfer of Claim by its duly authorized representative dated the 30th day of October, 2019.

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| <p>SELLER:</p> <p>WHITEBOX ASYMMETRIC PARTNERS, LP</p> <p><small>DocuSigned by:</small>  <small>FA52A1B17F3241F...</small></p> <hr/> <p>Name: Luke Harris Title: General Counsel Whitebox Advisors LLC</p> | <p>BUYER:</p> <p>MIDTOWN ACQUISITIONS L.P. By: Midtown Acquisitions GP LLC</p> <hr/> <p>Name: Title:</p> |
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| <p>SELLER:</p> <p>WHITEBOX ASYMMETRIC PARTNERS, LP</p> <p>_____</p> <p>Name:</p> <p>Title:</p> | <p>BUYER:</p> <p>MIDTOWN ACQUISITIONS L.P.</p> <p>By: Midtown Acquisitions GP LLC</p> <p></p> <p>_____</p> <p>Name: Patrick W. Dennis</p> <p>Title: Manager</p> |
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